

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

GENESIS GLOBAL CAPITAL, LLC and GEMINI
TRUST COMPANY, LLC,

Defendants.

Case No. 23-CV-287 (ER)

**DECLARATION OF JASON GOTTLIEB IN SUPPORT OF DEFENDANT
GENESIS GLOBAL CAPITAL, LLC’S MOTION TO DISMISS THE COMPLAINT OR
STRIKE CERTAIN OF PLAINTIFF’S REQUESTS FOR RELIEF**

JASON GOTTLIEB, an attorney duly admitted to practice law before this Court, declares the following under penalty of perjury:

1. I am a partner of Morrison Cohen LLP, counsel for defendant Genesis Global Capital, LLC (“GGC”) in the above-captioned action. As such, I am fully familiar with the facts and circumstances set forth herein. The purpose of this declaration is to place before the Court a document expressly referred to, and incorporated by reference, in the Complaint.

2. Attached hereto as Exhibit 1 is a true and correct copy of the template Master Digital Asset Loan Agreement (the “Loan Agreement”), the tri-partite contract executed by GGC, Gemini Trust Company, and individual Gemini Earn users referred to by Plaintiff in the Complaint. *See, e.g.*, Complaint ¶¶ 3, 26, 31–32, 38.

WHEREFORE, GGC respectfully requests that the Court dismiss the Complaint in its entirety as against GGC, or, in the alternative, strike the SEC's requests for a permanent injunction and disgorgement, and grant such other and further relief as is just and proper.

Dated: New York, New York
May 26, 2023

/s/ Jason Gottlieb
JASON GOTTLIEB